FORM D

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OMB APPROVAL

OMB NUMBER:

3235-0076 May 31, 2005

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Washington, D.C. 20549 FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix	Serial			
	DATE RECEIVED			
1	ı			

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Series C Preferred Stock

Type of Filing: □ New Filing

Filing Under	(Check box)	ec) i	that anniv).

Amendment

□ Rule 505

■ Rule 506 ☐ Section 4(6) ☐ ULOE

Α.	RASIC	IDENTIFI	CATION D	ATA

1.	Enter the	information	requested	about	the	issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Infinity Pharmaceuticals, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

□ Rule 504

Telephone Number (Including Area Code)

780 Memorial Drive, Cambridge, MA 02139

Address of Principal Business Operations (if

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

different from Executive Offices) **Brief Description of Business:**

Biotechnology research and development

Type of Business Organization

corporation □ business trust

☐ limited partnership, already formed □ limited partnership, to be formed

□ other (please specify):

617-453-1000

Month Year

□ Estimated

Actual or Estimated Date of Incorporation or Organization

01

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for t	~				
Each promoter of the issuer, if Fach beneficial owner begins to				Of an mars of a a	lass of equity securities of the issuer;
Each executive officer and directions					
Each general and managing pa			general and managing pa	utilets of partiters	sup issuers, and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	Conomicandias Managina Postnos
Full Name (Last name first, if individual)	□ Pionotei	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Tun ivane (Last name inst, ii morviduai)					
Holtzman, Steven H.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Infinity Pharmaceuticals, Inc., 780 N	Mamorial Drive	Cambridge MA 1213)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>	B Beneficial Control	= Executive Officer	L Director	2 Central and of Managing Latines
· · · · · · · · · · · · · · · · · · ·					
Perkins, Adelene Q.			, ,		
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Infinity Pharmaceuticals, Inc., 780 M	Memorial Drive	. Cambridge, MA 02139)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Lander, Eric S. Business or Residence Address	(Number and S	Street, City, State, Zip Coo	اما		
Business of Residence Address	(14umber and 3	duct, City, State, Zip Cot			
c/o Infinity Pharmaceuticals, Inc., 780 M	Memorial Drive	, Cambridge, MA 02139)		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Tananbaum, James B.					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	le)		
c/o Infinity Pharmaceuticals, Inc., 780 N					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Lee, Patrick					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Infinity Pharmaceuticals, Inc., 780 M	Mamanial Drive	Combridge MA 02120	1		
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	- 1 Tomotes	Li Benericiai Owner	B Executive Officer	- Director	Concin made Managing 1 miles
(,					
Levine, Arnold J.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Infinity Pharmaceuticals, Inc., 780 M	Memorial Drive	, Cambridge, MA 0213)		
Check Box(es) that Apply:	□ Promoter	□Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Klausner, Richard D. Business or Residence Address	(Nombos and	Street City State 7in Co	-da)		
business of Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Infinity Pharmaceuticals, Inc., 780 N	Memorial Drive	, Cambridge, MA 0213)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Funin Anthony D					
Evnin, Anthony B. Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
	,	p et	•		

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

c/o Venrock Associates, 30 Rockefeller Plaza, New York, NY 10112

A. BASIC IDENTIFICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer ■ Director □ General and/or Managing Partner						
Full Name (Last name first, if individual)						
Daniel, D. Ronald						
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Infinity Pharmaceuticals, Inc., 780 Memorial Drive, Cambridge, MA 02139						
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ■ Director ☐ General and/or Managing Partner						
Full Name (Last name first, if individual)						
Moss, Frank						
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Infinity Pharmaceuticals, Inc., 780 Memorial Drive, Cambridge, MA 02139						
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner						
Full Name (Last name first, if individual)						
Sato, Vicki L.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Infinity Pharmaceuticals, Inc., 780 Memorial Drive, Cambridge, MA 02139 Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner						
Full Name (Last name first, if individual)						
Needleman, Philip						
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o Prospect Venture Partners, 435 Tasso Street, Suite 200, Palo Alto, CA 94301						
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner						
Full Name (Last name first, if individual)						
Prospect Venture Partners II, L.P.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
435 Tasso Street, Suite 200, Palo Alto, CA 94301						
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner						
Full Name (Last name first, if individual)						
Venrock Associates III, L.P.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
20 D. J. C.H. D N. W. J. N.W. 10144						
30 Rockefeller Plaza, New York, NY 10112 Check Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner						
Full Name (Last name first, if individual)						
Vulcan Ventures Inc. Business or Residence Address (Number and Street, City, State, Zip Code)						
trumber and succe, etty, state, 21p code)						
505 Fifth Ave. South, Scattle, WA 98104						
Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner						
Full Name (Last name first, if individual)						
HBM BioVentures (Cayman) Ltd.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Unit 10 Eucalyptus Bldg., Crewe Rd., PO Box 30852 SMB, Grand Cayman						

Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				······································	
Advent Private Equity Fund III "A" Business or Residence Address	(Number and	Street, City, State, Zip Co)da)		
Business of Residence Address	(Number and	Street, City, State, Zip Ct	ode)		
25 Buckingham Gate, London SW 1E 6	LD				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Description Description					
Prospect Venture Partners, L.P. Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)		
Dustiless of Residence Address	(Number and	struct, City, State, Zip Co	AC)		
435 Tasso Street, Suite 200, Palo Alto, C	CA 94301				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Sahraihan Stuart					
Schreiber, Stuart Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
Desires of Nestachee Madress	(1 variibei and e	moei, enj, state, zap ee	uc)		
c/o Harvard University, Department of	Chemistry and	Chemical Biology, 12 O	xford Street, Cambridg	e, MA 02138	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Amgen Inc.					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
	(, , ,, ,	,		
One Amgen Center Drive, Thousand O	aks, CA 91320				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Novartis Pharma AG					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	ie)		
		•	,		
Lichtstrasse 35, CH-4002, Basel, Switze					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Johnson & Johnson Development Corp	oration				
Business or Residence Address		treet, City, State, Zip Coc	ie)		
		0.2.2			
One Johnson & Johnson Plaza, New Br Check Box(es) that Apply:			- T O.M	- D'	
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
ruii Name (Last name inst, ii individuai)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	xde)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Homoter	D Delicitatiowici	B Excedite Officer	D Director	General and of Wallaging Father
Tan Name (Zast name 1110t, 11 Individual)					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	□ Promoter	D Panaficial Owner	□ Evecutive Officer	☐ Director	Canaral and/or Managing Portner
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	O Director	☐ General and/or Managing Partner
(
Business or Residence Address					
	(Number and :	Street, City, State, Zip Co	ode)		
	(Number and)	Street, City, State, Zip Co	ode)		

	B. INFORMATION ABOUT OFFERING					
		Yes	No			
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		-			
•	Answer also in Appendix, Column 2, if filing under ULOE.					
2.	What is the minimum investment that will be accepted from any individual?	\$ Yes	n/a No			
3.	Does the offering permit joint ownership of a single unit?					
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	_				
7.	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information that broker or dealer only.	s an or				
Full Non	Name (Last name first, if individual)					
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	e of Associated Broker or Dealer					
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	D All States				
			(77)			
_ [/ _ [_ [ID] _ [MO]			
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [0	OK] _ [OR]	_ [PA]			
_ [VI] _ [WY]	_ [PR]			
Full	name (Last name first, if individual)					
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)					
Nan	e of Associated Broker or Dealer					
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
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_ [[L] _ {IN} _ [IA] _ [KS] _ [KY] _ (LA] _ [ME] _ [MD] _ [MA] _ [MI] _ {N MT] _ [NE] _ (NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [O		_ [MO] _ [PA]			
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Full	Name (Last name first, if individual)					
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200	consider the same of th					
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State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
		All States				
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left(\mathbf{r}\right) =\left(\mathbf{r}\right)$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>25,000,006.50</u>	\$ 25,000,006.50
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>25,000,006.50</u>	\$ <u>25,000,006.50</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ <u>25,000,006.50</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		Ψ
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		\$
	Rule 504		\$
	Total		<u></u>
			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	\$
	Printing and Engraving Costs	0	\$
	Legal Fees	=	\$ <u>20,000</u>
	Accounting Fees	0	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
			¢ \$0.000
	Total	=	\$ <u>20,000</u>

	 Enter the difference between the aggregate of l and total expenses furnished in response to Par "adjusted gross proceeds to the issuer." 	rt C - Question 4.a. This difference is the			S .	24,980,006.50
3.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an es ic total of the payments listed must equal the	timate			
	•			Payments to Officers, Directors, & Affiliates		Payments To Others
	Saleries and fees	······································	•	\$	0	S
	Purchase of real estate			\$	0	\$
	Purchase, rental or leasing and installation of ma	ichinery and equipment	0	\$	0	\$
	Construction or leasing of plant buildings and fac	eritities	c	\$	a	\$
	Acquisition of other business (including the value that may be used in exchange for the assets or se	curities of another issuer pursuant to a				
	merger)		a	\$		5
	Repayment of indebtedness		q	5		5
	Working capital		0	\$	-	\$_24,980,006_50
	Other (specify):			\$		S
				dr.		
				3	.	\$
	Column Totals			\$ <u> </u>		\$_24,980,006.50
	Total Payments Listed (column totals added)	***************************************		■ \$ <u>24</u>	,980,006.	50
		D. FEDERAL SIGNATU	RE	<u>-</u>		
n I	e issuer has duly caused this notice to be signed by undertaking by the issuer to furnish to the U.S. Seen-accredited investor pursuant to paragraph (b)(2) o	writies and Exchange Commission, upon v				
	uor (Print or Type) inity Pharmaceuticals, Inc.	Signature Skalle Www.		Date December 23, 200	14	
	me of Signer (Print or Type)	Title of Signer (Print or Type) Chief Executive Officer				
		ATTENTION omissions of fact constitute feder				